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July 31, 2008

VIA PERSONAL DELIVERY

Los Angeles County
Registrar-Recorder/County Clerk
12400 Imperial Highway
Norwalk, California 90650
Attn: Maria Alphonso

Re: Santa Monica Community College District – Replacement Ballot Language

Dear Ms. Alphonso:

As you know, we are acting as Bond Counsel to the Santa Monica Community College District. In that regard, we have previously submitted, under separate cover, an Order for Bond Election and a Project List on behalf of the District for the bond election scheduled for November 4, 2008. The District, on July 29, 2008, rescinded the section setting forth the "Bond Proposition" of that Order for Bond Election and replaced it with the Bond Proposition described in the Resolution attached hereto. Accordingly, we hereby request that the Bond Proposition previously provided be replaced with the new Bond Proposition and Project List as follows:

(1) **Replacement Ballot Language.** The replacement ballot language for the Bond Proposition, which is to appear on the notice of election and upon the ballot on November 4, 2008, is as follows:

"SANTA MONICA COLLEGE CAREER AND EDUCATIONAL IMPROVEMENTS. To improve job and career training, provide for modernization and safety, and increase educational opportunities, shall Santa Monica Community College District issue \$295 million in bonds at legal rates to improve student teaching/career training in science, nursing, technology, media, and emerging high-tech fields; construct/equip/modernize math and science laboratories; replace deteriorating buildings; upgrade fire, seismic safety; achieve energy savings; with citizens' oversight, annual performance/financial audits, with no funds for administration?"

We understand that you will count the bold title shown above as part of the District's allotted 75 words in the Ballot Pamphlet.

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(2) **Replacement Project List.** Please print the version of the District's Project List included in the Order for Bond Election (same as the earlier submission, with the prior Bond Proposition language removed), a copy of which we have re-attached for your convenience.

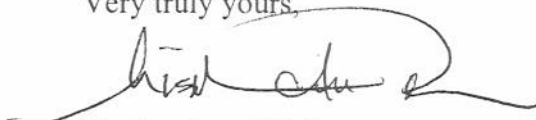
(3) **Tax Rate Statement.** For your convenience, we re-attach the Tax Rate Statement submitted previously to be printed in the Ballot Pamphlet.

As you will recall, the District has expressed its preference for "**Measure AA**" for their bond measure. If "Measure AA" is not available, then the District would like "**Measure Q**," with the third choice being "**Measure M**."

Once the District's ballot measure has been assigned a proposition designation, please provide that designation to me so that the District may proceed with organizing for the election. I appreciate your assistance with this matter.

If you should have any questions, please feel free to call me at 213/892-9323 or Ann La Morena Rohlin at 213/892-9327.

Very truly yours,



Lisalee Anne Wells

cc: Mr. Don Girard, Santa Monica Community College District

Enclosures

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EXHIBIT "A"

PROJECT LIST FOR MEASURE " _ "

All \$295 million of Bond proceeds will be spent within the Cities of Santa Monica and Malibu or at sites that share a boundary and are contiguous with the Cities of Santa Monica or Malibu.

None of the Bond proceeds can be taken away by the State of California.

All projects funded by Bond proceeds will be available for educational and public uses authorized in this Project List.

All projects have been unanimously approved by the Santa Monica Community College District Planning and Advisory Committee. Replacement safety and modernization projects were identified by means of an independent facilities assessment. Replacement projects and projects to meet new educational need have been unanimously approved by the District Board of Trustees as priority items in the District's Capital Improvement Plan on file with the State Chancellor's Office.

The items proposed for financing in whole or in part with the proceeds of the District's general obligation bonds include the following capital projects at any or all District facilities: development and implementation of facilities master plans and related requirements such as environmental impact reports and soils testing; demolition of temporary and/or obsolete facilities; installation and/or upgrading of emergency lighting, fire alarm, and security systems; roadways, walkways, grounds, parking lots, and garages; entrance improvements; signage for safety and public information; modernization and/or construction of new and existing restrooms; financing/refinancing of real property acquisition and improvements; acquiring related furnishings and equipment for all modernization, renovation, improvement, and/or new and existing construction project components; the relocation and/or acquisition of temporary facilities during the modernization, renovation, improvement and/or new construction of project components as necessary to maintain educational programs in operation during construction; acquiring, refinancing, and/or entering into arrangements for the joint use of real property for existing and future classrooms, student services, child care and/or other uses; and acquiring and/or entering into arrangements for the joint use of land, making site improvements, building infrastructure and/or constructing additional facilities thereon, for the purpose of expanding instructional programs to meet future educational demands of District students.

SAFETY AND MODERNIZATION PROJECTS

- Business and Facilities Infrastructure
- Career Opportunity and Advancement Center (Bundy Campus)
- Community Classroom and Facility Projects
- Drescher Phase I – Academic Facilities Modernization
- Drescher Phase II – Bookstore Relocation and Modernization

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- Drescher Phase III – Pico Promenade and Transit Plaza
- Environmental Performance Improvements
- Madison East Wing Seismic Upgrade
- Malibu High School Library and Educational Improvements
- Media and Technology Complex Phase I
- Media and Technology Complex Phase II
- Renovation or Replacement of Corsair Stadium
- Replacement Math and Science Extension Building
- Replacement Health/PE/Fitness/Dance Building
- Utility Infrastructure and Technology

Accountability to Community

All bond expenditures are subject to review by a Citizens Oversight Committee which reports to the public, as provided in Education Code Section 15278 *et seq.*

The District will involve faculty, staff, and students in curriculum development at financed facilities throughout the life of the bond measure program.

The District will conduct a community assessment of need as part of the program design of the Career Opportunity and Advancement Center.

The District will provide an opportunity for input from community and neighborhood residents during the development of Projects to be funded by this bond measure.

The District will apply energy saving and sustainability standards to all repairs and improvements.

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**Santa Monica Community College District
County of Los Angeles, State of California**

RESOLUTION NO. 1

**RESOLUTION REVISING THE CALL FOR AN ELECTION AUTHORIZING THE
ISSUANCE OF GENERAL OBLIGATION BONDS OF THE DISTRICT AT AN
ELECTION TO BE HELD NOVEMBER 4, 2008**

WHEREAS, the Board of Trustees (the "Board") of the Santa Monica Community College District (the "District"), within the County of Los Angeles, California (the "County"), is authorized to order elections within the District for the purpose of considering, *inter alia*, bond measures to meet the ongoing capital improvement needs of the District, pursuant to the Constitution of the State of California (the "State") and the Education Code of the State (the "Education Code"); and

WHEREAS, Section 18 of Article XVI and Section 1 of Article XIII A of the Constitution of the State and Section 15264 *et seq.* of the Education Code (collectively, "Prop 39") provide for a methodology by which the District may call for an election and, upon approval by 55% or more of the qualified voters voting on the bond measure, issue its general obligation bonds and cause the County to levy an *ad valorem* property tax to pay debt service on said bonds; and

WHEREAS, this Board has previously called such an election under Prop 39, as further described herein, and has heretofore taken actions to that end, including certain filings with the Registrar of Voters of the County of Los Angeles (the "Registrar"); and

WHEREAS, it now appears necessary and desirable for the board to revise the language of the Bond Proposition (as defined below) previously approved by the Board for the November 4, 2008, election, to refine and clarify the meaning and intent thereof; and

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Trustees of the Santa Monica Community College District as follows:

Section 1. Recitals. All of the foregoing recitals are true.

Section 2. Rescission of Previous Acts. The Board hereby rescinds Section 3. "Bond Proposition" of its Resolution adopted on July 7, 2008, entitled "Resolution Calling for an Election Authorizing the Issuance of General Obligation Bonds of the District at an Election to be Held November 4, 2008" (the "Prior Resolution") with respect to the Bond Proposition adopted at that time, in order to provide additional information to the voters of the District. From and after the date hereof, Section 3 of the Prior Resolution the Bond Proposition shall be of no further force and effect. The law firm of Fulbright & Jaworski L.L.P., Bond Counsel to the District, is hereby instructed to file a copy of this Resolution with the Registrar, together with a copy of the Project List appended to the Prior Resolution, from which the original text of the Bond Proposition shall be removed. In all other respects, the Prior Resolution is hereby ratified and confirmed.

Section 3. Bond Proposition. This Board does hereby order and request that the Registrar call an election (in the performance of his duties and in the exercise of his power, alone, or with the assistance of the Clerk of the County Board of Supervisors (the "County Clerk")) to consider the following proposition on November 4, 2008 (the "Bond Proposition"), which constitutes the election order prescribed under California Education Code Section 15122 and Elections Code Section 13247:

"SANTA MONICA COLLEGE CAREER AND EDUCATIONAL IMPROVEMENTS. To improve job and career training, provide for modernization and safety, and increase educational opportunities, shall Santa Monica Community College District issue \$295 million in bonds at legal rates to improve student teaching/career training in science, nursing, technology, media, and emerging high-tech fields; construct/equip/modernize math and science laboratories; replace deteriorating buildings; upgrade fire, seismic safety; achieve energy savings; with citizens' oversight, annual performance/financial audits, with no funds for administration?"

The Registrar is hereby requested to reprint the foregoing Bond Proposition in its entirety in the voter information pamphlet to be distributed to voters pursuant to Section 13307 of the Elections Code. Pursuant to Section 18, Article XVI and Section 1, Article XIII A of the Constitution of the State, the foregoing Bond Proposition shall become effective upon the favorable vote of no less than 55% of those qualified voters voting on the proposition.

Section 4. Authorization of Further Acts. The members of this Board, the President, any assistant thereto, and all other staff or officers of the District are hereby authorized and directed, individually and collectively, to do any and all things necessary or advisable in order to effectuate the purposes of this Resolution.

Section 5. Effective Date. This Resolution shall take effect immediately upon its adoption by the Board.

PASSED AND ADOPTED this 29th day of July, 2008, by the Board of Trustees of Santa Monica Community College District, at a special meeting held at Santa Monica, California, by the following vote:

AYES: Members: 7

NOES: Members: 0

ABSENT: Members: 0

ABSTAIN: Members: 0

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CLERK

This is to certify that this is a true and correct copy of the resolution as adopted and approved at a special meeting of the Board of Trustees of the Santa Monica Community College District.

By: 

Clerk

TAX RATE STATEMENT CONCERNING MEASURE __

**TAX RATE STATEMENT
REGARDING PROPOSED**

\$295,000,000

**SANTA MONICA COMMUNITY COLLEGE DISTRICT
GENERAL OBLIGATION BONDS
MEASURE __**

An election will be held in Santa Monica Community College District (the "District") on November 4, 2008, for the purpose of submitting to the electors of the District the question of incurring a bonded indebtedness of the District in a principal amount of \$295 million. If such bonds are authorized and sold, the principal thereof and interest thereon will be payable from the proceeds of tax levies made upon the taxable property in the District. The following information regarding tax rates is given to comply with Section 9401 of the California Elections Code. Such information is based upon the best estimates and projections presently available from official sources, upon experience within the District, and other demonstrable factors.

Based upon the foregoing and projections of the District's assessed valuation, and assuming the entire debt service will be paid through property taxation:


1. The best estimate of the tax which would be required to be levied to fund the bond issue during the first fiscal year after the sale of the first series of bonds based on estimated assessed valuations available at the time of filing of this statement is \$18.00 per \$100,000 of assessed valuation for the year 2010-11.
2. The best estimate from official sources of the tax rate which would be required to be levied to fund the bond issue during the first fiscal year after the last sale of the bonds and an estimate of the year in which that rate will apply, based on estimated assessed valuations available at the time of filing of this statement, is \$25.00 per \$100,000 of assessed valuation for the year 2016-17.
3. The best estimate of the highest tax rate which would be required to be levied to fund the bond issue and an estimate of the first year in which that rate will apply, based on estimated assessed valuation available at the time of filing of this statement, is \$25.00 per \$100,000 of assessed valuation for the year 2011-12.

Attention to all voters is directed to the fact that the foregoing information is based upon projections and estimates only. The actual times of sales of said bonds and the amount sold at any given time will be governed by the needs of the District and other factors. The actual interest rates at which the bonds will be sold, which in any event will not exceed the maximum permitted by law, will depend upon the bond market at the time of sales. The actual assessed values in the future years will depend upon the value of property within the District as determined in the assessment and the equalization process. Hence, the actual tax rates and the years in which such rates are applicable may vary from those presently estimated as above stated.

NOTIFICATION OF ELECTION
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SANTA MONICA COMMUNITY COLLEGE DISTRICT

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Superintendent/ President
Santa Monica Community College District